

Metra Internal Audit Department
Code of Conduct

Approved by the Audit and Finance Committee on **[DATE OF APPROVAL]**

Metra Internal Audit Code of Conduct

In the promotion of an ethical culture in internal audit activity, all Metra internal auditors are expected to abide by The Institute of Internal Auditors' Code of Ethics (Code), specifically including the four principles of Integrity, Objectivity, Confidentiality, and Competency as set out in the Code.

In addition, the following guidelines are established regarding personal conduct and objectivity, and the confidentiality of internal audit or business information acquired through internal audit assignments.

- A. As a member of the internal auditing staff, you are representing the highest level of management. Conduct yourself in a manner that reflects favorably upon you and those you represent. You are expected to exercise professional skill, integrity, maturity of behavior, and tact in your relations with others.

In general, you are encouraged to be friendly with all company employees without affecting your objectivity. You should guard against any conduct or mannerisms that present an impression that you consider yourself a "home office expert" sent to check on employees in the field. Openly opine that the customer knows more about their job and area of operations than you know. As far as possible, take the position of an independent/objective analyst and advisor. Avoid the image of policing.

- B. In the course of your assignments, you will be in contact with personnel at all levels of authority and position. At all times independence in mental attitude is to be maintained. Reports resulting from your efforts should always contain full and unbiased disclosure of all but minor audit findings. Although you report to the internal auditing activity, you have responsibilities to both management and the personnel being audited.
- C. Much of your work is confidential; therefore, be discreet on and off the job in discussing current or past audits or your assessments of internal audit customers. Judgment should be exercised in the security of internal audit workpapers, programs, company records, and information at all times. Failure to maintain the necessary level of confidentiality may result in adverse employment action, up to and including discharge.
- D. Never indiscreetly discuss confidential information such as system changes, reduced working hours, or possible personnel layoffs.
- E. Avoid extremes of dress or personal grooming.

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